

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. ____

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
APPLICATION OF PORTER, WRIGHT, MORRIS & ARTHUR LLP AS SPECIAL
COUNSEL FOR THE DEBTORS *NUNC PRO TUNC* TO OCTOBER 31, 2024**

Upon the application (the “**Application**”)² of the above-captioned debtors and debtors in possession (the “**Debtors**”) in these chapter 11 cases, for entry of an order, pursuant to sections 327(e) and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, authorizing the retention and employment of Porter, Wright, Morris & Arthur LLP (“**Porter Wright**”) as special counsel for the Debtors *nunc pro tunc* to October 31, 2024; and upon the Tannouse Declaration, the Rule 2016 Statement; and the Robins Declaration, as attached to the Application; and the Court being satisfied that Porter Wright does not hold or represent any interest adverse to the Debtors’ estates with respect to the matters upon which Porter Wright is to be employed and that Porter Wright’s employment is necessary and in the best interests of the Debtors, its estate, its creditors and all other parties-in-interest; and that the legal

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms not defined in this Order are defined in the Application.

and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Debtors are authorized to retain and employ Porter Wright as their attorneys in these chapter 11 cases *nunc pro tunc* to October 31, 2024.
3. In connection with these chapter 11 cases, Porter Wright shall be compensated for professional services, and reimbursed for expenses incurred, in accordance with Bankruptcy Code sections 330 and 331, the applicable provisions of the Bankruptcy Rules and the Local Rules, and with any other applicable procedures and orders of this Court. Porter Wright also intends to make a reasonable effort to comply with the *Appendix B-Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Large Chapter 11 Cases, Effective as of November 1, 2013* (the “**U.S. Trustee Fee Guidelines**”), both in connection with the Application and in the interim and final fee applications to be filed by Porter Wright in these chapter 11 cases.
4. Consistent with the U.S. Trustee Fee Guidelines, Porter Wright shall provide ten (10) business days’ notice to the Debtors, the U.S. Trustee, and any official committee appointed in these chapter 11 cases before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. Notwithstanding anything in the Application to the contrary, Porter Wright shall (i) to the extent that Porter Wright uses the services of independent contractors, subcontractors, or employees of foreign affiliates or subsidiaries (collectively, the “**Contractors**”) in these cases, pass-through the cost of such Contractors to the Debtors at the same rate that Porter Wright pays the Contractors; (ii) seek reimbursement for actual costs only; and (iii) file with this Court such disclosures required by Bankruptcy Rule 2014.

6. Porter Wright shall use reasonable efforts to avoid unnecessary duplication of services provided by any of the Debtors’ retained professionals in these chapter 11 cases.

7. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

8. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.